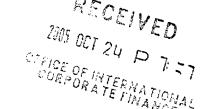




## Sime Darby Berhad

(Company No. 41759-M) T FLOOR, WISMA SIME DARBY, JALAN RAJA LAUT, 50350 KUALA LUMPUR, MALAYSIA. TEL: 603-26914122 FAX: 603-26987398



#### LETTER FOR MAINTENANCE OF EXEMPTION

20 October 2005

Securities and Exchange Commission Office of International Corporate Finance Division of Corporation Finance 450 Fifth Street, N. W. Washington, D.C. 20549 United States of America

Fax No. 001-202-772-9207/BY MAIL

No. of Pages: 13

Date Released

12.10.2005

13,10,2005

1016

Dear Sirs

5.

No. Subject

#### SIME DARBY BERHAD: FILE NO. 82-4968

Enclosed are copies of each of the following public announcements submitted to you in order to maintain our exemption pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:-

1.	<ul> <li>i. Call option agreement between Sime Darby Singapore Limited ("SDSL") and PSB Holdings Pte Ltd</li> <li>ii Sale and purchase agreement between SDSL and Modern Asia Environmental Holdings Pte Ltd</li> </ul>	06.10.2005
2.	Change in the interest of Employees Provident Fund Board, a substantial shareholder	10.10.2005
3.	Change in the interest of Amanah Raya Nominees (Tempatan) Sdn. Bhd Skim Amanah Saham Bumiputera, a substantial shareholder	12.10.2005
4.	Changes in the interest of Permodalan Nasional Berhad, a substantial shareholder	12.10.2005

We also confirm that the Schedule of Information included in our initial submission has not changed.

Acquisition of the entire issued and paid-up share capital of PPT Investments

Changes in the indirect interest of Yayasan Pelaburan Burniputra

Yours faithfully SIME DARBY BERHAD

Ptv Limited

NANCY YEOH POH YEW **Group Secretary** 

Ms. Anita Sung C.C. The Bank of New York

Fax No. 1 (212) 571 3050/ 3051/ 3052

Incorporated in Malaysia

LMP/IN/IN/C/JEME! RE EDMS
INCORPORATED IN MBIRYSIS

DIRECTORS: TAN SRI DATO' SERI AHMAD SARJI BIN ABDUL HAMID (CHAIRMAN) - TUNKU TAN SRI DATO' SERI AHMAD YAHAYA (DEPUTY CHAIRMAN) DATO AHMAD ZUBIR MURSHID (GROUP CHIEF EXECUTIVE) . TAN SRI ABU TALIB BIN OTHMAN . TAN SRI DATUK DR. AHMAD TALUDDIN ALI . DR. DAVID LI KWOK PO DATUK KHATIJAH AHMAD - MICHAEL WONG KUAN LEE - MICHAEL WONG PAKSHONG - RAJA TAN SRI MUHD ALIAS BIN RAJA MUHD ALI



20,000

Form Version 2.0

#### General Announcement

Submitted by S DARBY on 06/10/2005 06:17:00 PM Reference No SD-051005-38287

Submitting Merchant Bank

(if applicable)

Submitting Secretarial Firm Name

(if applicable)

Company name

: Sime Darby Berhad : SIME

Stock nameStock code

4197

\* Contact person

: Nancy Yeoh Poh Yew

Designation

: Group Secretary

\* Type

: Announcement C Reply to query

" Subject :

Sime Darby Berhad

1. Call option agreement between Sime Darby Singapore Limited ("SDSL") and PSB Holdings Pte Ltd ("PSBH")

2. Sale and purchase agreement between SDSL and Modern Asia Environmental Holdings Pte Ltd ("MAEH")

#### \* Contents :-

### 1. Introduction

Sime Darby Berhad ("Sime Darby") wishes to announce that its wholly-owned subsidiary, SDSL, has today, entered into the following agreements:

- (i) an option agreement with PSBH ("Option Agreement")
- (ii) a sale and purchase agreement ("SPA") with MAEH.

#### 2. Option Agreement

Pursuant to the Option Agreement, in consideration of the sum of S\$1.00 paid by SDSL to PSBH, PSBH irrevocably grants SDSL an option, at any time from (and including) the date of the Option Agreement until 8 July 2006, to require PSBH to sell to SDSL (or its nominated party) its 10% equity interest in Technochem Private Limited ("Technochem") ("Option Shares") at an option price per Option Share equal to the audited net asset value per share of Technochem ("Option"). SDSL has exercised the Option today and will pay S\$596,300 to PSBH for the Option Shares.

#### 3. SPA

Pursuant to the SPA, SDSL has agreed to sell, and procure the sale of, the entire issued and paid-up share capital of Technochem comprising 3,500,000 ordinary shares of S\$1.00 each (hereinafter referred to as "Sale Shares") to MAEH for a total cash consideration of S\$9,239,000 subject to the adjustments referred to in paragraph 5(c) below ("Disposal").

## 4. <u>Information on Technochem</u>

Technochem is principally involved in the business of waste management, incineration and sales of solvents and chemicals. Presently the entire issued and paid-up share capital of Technochem is held by SDSL and PSBH in the proportion of 90% and 10% respectively. As such, the transaction with PSBH is considered a related party transaction for Sime Darby for the purpose of the Listing Requirements of Bursa Malaysia Securities Berhad.

By exercising the Option, SDSL will be able to acquire the Technochem shares currently owned by PSBH and sell these shares to MAEH pursuant to the SPA.

Upon completion of the Disposal, Technochem will cease to be a subsidiary of Sime Darby.

## 5. Salient terms of the SPA

#### a. Sale of Sale Shares

The Sale Shares will be acquired by MAEH free from all encumbrances and with all rights, dividends, entitlements and advantages as of and including the completion date.

#### b. Consideration

The consideration for the Disposal was arrived at on a "willing buyer-willing seller" basis.

#### c. Adjustment of sale consideration

The consideration is subject to adjustments based on, amongst others, Technochem's working capital balance as at 30 September 2005 as compared to its working capital balance as at 30 June 2005, to be paid on the first business day falling 30 days after the completion date.

#### d. <u>Condition precedent</u>

The completion of the Disposal is conditional upon SDSL delivering to MAEH a

plan prepared for the purpose of treating wastewater collected from an existing customer of Technochem.

## e. <u>Completion date</u>

Completion of the Disposal is scheduled to take place on 28 October 2005 or such other date as the parties may agree in writing.

## 6. Rationale of the Disposal

The Disposal is in line with the Sime Darby Group's strategy to divest companies involved in non-core businesses of the Group.

## 7. Effects of the Option and the Disposal

The Option and the Disposal are not expected to have any material effect on the earnings and net tangible assets of the Sime Darby Group for the financial year ending 30 June 2006. The Option and the Disposal will not have any effect on the issued and paid-up share capital, and shareholding structure of Sime Darby.

## 8. <u>Directors' and Substantial Shareholders' interest</u>

None of the Directors or substantial shareholders of Sime Darby or persons connected to them has any interest, direct or indirect, in the Option and the Disposal.

#### 9. Statement by Directors

The Board of Directors, having considered all aspects of the Option and the Disposal, is of the opinion that they are in the best interests of Sime Darby and its shareholders.

This announcement is dated 6 October 2005.

Tables Section - This section is to be used to create and insert tables. Please make the appropriate reference to the table(s) in the Contents of the Announcement:



## Changes in Substantial Shareholder's Interest Pursuant to Form 29B of the Companies Act. 1965

Submitted by S DARBY on 10/10/2005 05:56:42 PM Reference No SD-051010-8792A

Submitting Merchant Bank

(if applicable)

Submitting Secretarial Firm Name

(if applicable)

Company name

Stock name .

Stock code

Contact person

Designation

Sime Darby Berhad

SIME

4197

Nancy Yeoh Poh Yew

**Group Secretary** 

Particulars of substantial Securities Holder

Name

**Employees Provident Fund Board** 

Address

Tingkat 23, Bangunan KWSP

Ordinary shares of RM0.50 each

Jalan Raja Laut 50350 Kuala Lumpur **EPF ACT 1991** 

NRIC/passport no/company no.

Nationality/country of

incorporation

Malaysia

value)

Descriptions(class & nominal

Name & address of registered holder

**Employees Provident Fund Board** 

Tingkat 23, Bangunan KWSP Jalan Raja Laut

50350 Kuala Lumpur

Details of changes

	Type of transaction Acquired	Date of change		No of securities		Price transacted (RM)
*		*	19/09/2005	* 40	00,000	
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-						
-						
-			<del></del>			
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\* Circumstances by reason of which change has occurred

Purchase of shares by the EPF Board

Nature of interest

Direct

Direct (units)

350,947,805

Direct (%)

14.63

Indirect/deemed interest (units)

Indirect/deemed interest (%)
\* Total no of securities after

350,947,805

change

\* Date of notice

20/09/2005 🗓

Remarks

The notice of change in substantial shareholding was received from the Employees Provident Fund Board on 26th of September 2005.



# Changes in Substantial Shareholder's Interest Pursuant to Form 29B of the Companies Act. 1965

Ownership transfer to S DARBY on 12/10/2005 05:30:32 PM Submitted by S DARBY on 12/10/2005 05:34:50 PM Reference No SD-051012-3A4DD

Submitting Merchant Bank

(if applicable)

Submitting Secretarial Firm Name

(if applicable)

Company name : Sime Darby Berhad

\* Stock name : SIME \* Stock code : 4197

\* Contact person : Nancy Yeoh Poh Yew 
\* Designation : Group Secretary

Particulars of substantial Securities Holder

Name : Amanah Raya Nominees (Tempatan) Sdn. Bhd. - Skim

Amanah Saham Bumiputera

\* Address : Tingkat 4, Balai PNB

201-A, Jalan Tun Razak 50400 Kuala Lumpur

\* NRIC/passport no/company no. : 434217-U

Nationality/country of

incorporation

Malaysia

\* Descriptions(class & nominal

value)

Ordinary shares of RM0.50 each

\* Name & address of registered

holder

Amanah Raya Nominees (Tempatan) Sdn. Bhd. - Skim Amanah Saham Bumiputera

Tingkat 4, Balai PNB 201-A, Jalan Tun Razak 50400 Kuala Lumpur

Details of changes

Downs of changes				
Type of transaction	Di	ate of change	No of securities	Price transacted (RM)
Disposed	*	29/09/2005	* 98,000,000	
				··
	<del></del>			
	·			
	Type of transaction	Type of transaction Da	Type of transaction Date of change	Type of transaction Date of change No of securities

 Circumstances by reason of which change has occurred

: Sale of shares by the Company

\* Nature of interest

Direct

Direct (units)

682,545,732

Direct (%)

28.44

Indirect/deemed interest (units)

Indirect/deemed interest (%)

682,545,732

Total no of securities after change

\* Date of notice

29/09/2005

Remarks

The notice of change in substantial shareholding was received from Amanah Raya Nominees (Tempatan) Sdn. Bhd. - Skirn Amanah Saham Bumiputera on 6th October 2005.



## Changes in Substantial Shareholder's Interest Pursuant to Form 29B of the Companies Act. 1965

Ownership transfer to S DARBY on 12/10/2005 05:30:39 PM Submitted by S DARBY on 12/10/2005 05:34:50 PM Reference No SD-051012-3A4DB

Submitting Merchant Bank

(if applicable)

Submitting Secretarial Firm Name

(if applicable)

Company name

Sime Darby Berhad

Stock name

SIME

Stock code

4197

Contact person

Nancy Yeoh Poh Yew

Designation

Group Secretary

Particulars of substantial Securities Holder

\* Name

Permodalan Nasional Berhad

\* Address

Tingkat 4, Balai PNB 201-A, Jalan Tun Razak 50400 Kuala Lumpur

\* NRIC/passport no/company no.

38218-X

Nationality/country of

Malaysia

incorporation Descriptions(class & nominal

value)

Ordinary shares of RM0.50 each

Name & address of registered holder Permodalan Nasional Berhad

Tingkat 4, Balai PNB 201-A, Jalan Tun Razak 50400 Kuala Lumpur

Details of changes

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Type of transaction	Date of change	No of securities	Price transacted (RM)	
Acquired	29/09/2005	98,000,000		
Acquired	03/10/2005	300,000		
Acquired	04/10/2005	333,400		
		<del> </del>		
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Circumstances by reason of which change has occurred

Purchase of shares by the company

Nature of interest

Direct

Direct (units) : 296,961,400

Direct (%) : 12.37

Indirect/deemed interest (units)
Indirect/deemed interest (%)

\* Total no of securities after : 296,961,400

change

■ Date of notice : 04/10/2005

Remarks

The notices of change in substantial shareholding were received from Permodalan Nasional Berhad on 5th and 7th October 2005.



## Changes in Substantial Shareholder's Interest Pursuant to Form 29B of the Companies Act. 1965

Ownership transfer to S DARBY on 12/10/2005 05:30:43 PM Submitted by S DARBY on 12/10/2005 05:34:49 PM Reference No HD-051012-29650

Submitting Merchant Bank

(if applicable)

Submitting Secretarial Firm Name

(If applicable)

Company name

Sime Darby Berhad Stock name SIME Stock code 4197

Nancy Yeoh Poh Yew Contact person Designation **Group Secretary** 

Particulars of substantial Securities Holder

Name Yayasan Pelaburan Bumiputra

Address c/o Permodalan Nasional Berhad

Tingkat 4, Balai PNB 201-A, Jalan Tun Razak 50400 Kuala Lumpur

NRIC/passport no/company no.

Nationality/country of

incorporation

37113-P Malaysia

Descriptions(class & nominal

value)

Ordinary shares of RM0.50 each

Name & address of registered

holder

Permodalan Nasional Berhad

Tingkat 4, Balai PNB 201-A, Jalan Tun Razak 50400 Kuala Lumpur

Details of changes

	Type of transaction	Date of change	No of securities	Price transacted (RM)
*	Acquired	* 29/09/2005	* 98,000,000	
	Acquired	03/10/2005	300,000	
	Acquired	04/10/2005	333,400	
-	475			
_			<u></u> .	

Circumstances by reason of which change has occurred

Purchase of shares by Permodalan Nasional Berhad. Yayasan Pelaburan Bumiputra is deemed to have indirect interest in

Sime Darby Berhad through its shareholding of 100% less one share in Permodalan Nasional Berhad which in turn is a substantial shareholder of Sime Darby Berhad.

Deemed interest

 Nature of interest Direct (units)

Direct (%)

Indirect/deemed interest (units) Indirect/deemed interest (%)

Total no of securities after

12.37 296,961,400

change

: 04/10/2005 15

296,961,400

Remarks

\* Date of notice

The notices of change in substantial shareholding were received from Yayasan Pelaburan Bumiputra on 5th and 7th October 2005.



General Announcement

Submitted by S DARBY on 13/10/2005 05:14:13 PM Reference No SD-051013-52791

Submitting Merchant Bank

(if applicable)

Submitting Secretarial Firm Name

(If applicable)

Company name

: Sime Darby Berhad : SIME

\* Stock name \* Stock code

4197

\* Contact person

: Nancy Yeoh Poh Yew

Designation

Group Secretary

\* Type

: Announcement C Reply to query

\* Subject :

Acquisition of the entire issued and paid-up share capital of PPT Investments Pty Limited

#### \* Contents :-

Further to our announcement dated 12 September 2005, Sime Darby Berhad wishes to announce that the Australian Foreign Investment Review Board has, vide its letter dated 12 October 2005, advised that it has no objection to the proposed acquisition of the entire issued and paid-up share capital of the following companies, which hold the entire issued and paid-up share capital of PPT Investments Pty Limited:

- (i) Peter Dunn Investments Pty Limited
- (ii) Trevor Reading Investments Pty Limited
- (iii) Peter Robinson Investments Pty Limited

This announcement is dated 13 October 2005.

<u>Tables Section - This section is to be used to create and insert tables. Please make the appropriate reference to the table(s) in the Contents of the Announcement:</u>